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RECORDATION NO. 24745 FILED

DEC 23 '03 11-03 AM

SURFACE TRANSPORTATION BOARD

December 23, 2003

New Recordation No.

Dear Mr. Williams:

On behalf of Flex Leasing I, LLC, successor lessor by unrecorded assignment from Flex Leasing Corporation, I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a primary document, not previously recorded, entitled Memorandum of Lease ("Lease") dated as of December 17, 2003.

The parties to the enclosed Lease are:

Flex Leasing I, LLC Suite 730 221 Main Street San Francisco, CA 94105	-	LESSOR
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Masterfoods, USA, a division of Mars Incorporated 3250 E. 44 <sup>th</sup> Street Vernon, CA 90058	-	LESSEE
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The said Lease, among other things, acts to lease the equipment listed in Annex A thereto by the Lessor to the Lessee.

The equipment covered by the instant Lease is as identified in Annex A thereto, namely 6 boxcars, five digit LW numbers as identified in Annex A, copy attached.

A short summary of the Lease to appear in the Surface Transportation Board Index is as follows:

"Lease of 6 boxcars, 5 digit LW numbers, see Annex A."

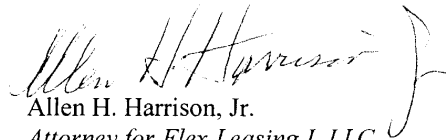
Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21888- U."

Enclosed is a check in the amount of sixty dollars (\$60.00) in payment of the filing fee (\$30.00) and the cross indexing fee (\$30.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

  
Allen H. Harrison, Jr.  
*Attorney for Flex Leasing I, LLC,  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Enclosures

BY HAND

8212-020

ANNEX A

Description of Equipment

Six (6) 60'9" Plate "E" Boxcars, 103 ton capacity, with double 8' plug doors, numbered:

LW 50166  
LW 50189  
LW 50191  
LW 50200  
LW 50208  
LW 50212

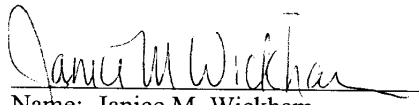
[Masterfoods, USA]

DEC 23 '03 11-03 AM

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

**FLEX LEASING I, LLC**, a Delaware limited liability company ("Lessor"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, as successor lessor by assignment from Flex Leasing Corporation, a Delaware corporation ("Flex"), having its chief executive office at 221 Main Street, Suite 730, San Francisco, California 94105, is a party to a certain (unfiled) lease agreement dated as of July 8, 2003 (the "Lease") with **MASTERFOODS, USA, A DIVISION OF MARS INCORPORATED** ("Lessee"), having its chief executive office at 3250 E. 44<sup>th</sup> Street, Vernon, California 90058, covering the railcars listed on Annex A attached hereto.

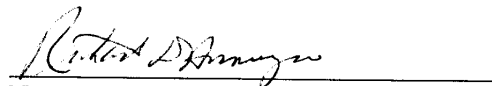
Dated as of December 17, 2003**FLEX LEASING I, LLC**  
Name: Janice M. Wickham  
Title: Vice President

STATE OF NEW YORK           )  
                                          ) ss:  
COUNTY OF NEW YORK       )

On this 17<sup>th</sup> day of December, 2003, personally came before me, Janice M. Wickham, who, being by me duly sworn, says she is a Vice President of Flex Leasing I, LLC and that said writing was signed on the date hereof by her on behalf of said company by its authority duly given. The said Vice President acknowledged the execution of the said writing to be the act and deed of said company.

Witness my hand and notarial seal this 17<sup>th</sup> day of December, 2003.

SEAL

  
Notary Public  
My Commission Expires: 3-30-07

**RICHARD D'ANNUNZIO**  
Notary Public, State of New York  
No. 43-4693159  
Qualified in Richmond County  
Commission Expires March 30, 2007

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LW 50189  
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[Masterfoods, USA]